

**IN THE UNITED STATES BANKRUPTCY COURT
FOR THE DISTRICT OF DELAWARE**

In re: W. R. GRACE & Co., et al., Debtors.)))))	Chapter 11 Case No. 01-1139 (JFK) (Jointly Administered)
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PRECAUTIONARY NOTICE OF STATUS AS A SUBSTANTIAL EQUITYHOLDER¹

PLEASE TAKE NOTICE that certain accounts managed by York Managed Holdings, LLC (collectively, the “Managed Accounts”), together with other investment funds and accounts indirectly advised by York Capital Management Global Advisors, LLC, may be deemed to have become a Substantial Equityholder with respect to the equity securities (the “Equity Securities”) of W. R. Grace & Co., a debtor and debtor in possession in Case No. 01-1139, pending in the United States Bankruptcy Court for the District of Delaware (the “Court”).

PLEASE TAKE FURTHER NOTICE that, as of February 11, 2011, the Managed Accounts Beneficially Own 24,172 shares of the Equity Securities of W. R. Grace & Co. The following table sets forth the date(s) on which the 24,172 acquired or otherwise became the Beneficial Owner of such Equity Securities:

Number of Shares	Type of Equity Security	Date Acquired
24,172	common stock	Prior to 2/14/2011
3,580,060 ²	common stock	Prior to 2/14/2011

PLEASE TAKE FURTHER NOTICE that the taxpayer identification numbers of the Managed Accounts are N/A (offshore entities).

PLEASE TAKE FURTHER NOTICE that this filing is made by the Managed Accounts, as the Managed Accounts, together with York Credit Opportunities Fund, L.P., Merrill Lynch Investment Solutions – York Event-Driven UCITS Fund, Jorvik Multi-Strategy Master Fund, L.P., York Credit Opportunities Master Fund, L.P., York Capital Management L.P. and York Multi-Strategy Master Fund, L.P., each of which is indirectly advised by York Capital Management Global Advisors LLC, have collectively purchased 4.89% of Equity Securities.

¹ For purposes of this Notice, all capitalized terms not defined herein shall have the same meaning as is set forth in the Final Order of this Court, entered [January 26, 2005], Limiting Certain Transfers of Equity Securities of the Debtors and Approving Related Notice Procedures.

² Aggregate deemed Beneficial Ownership of the Managed Accounts together with other investment funds and accounts indirectly advised by York Capital Management Global Advisors, LLC, if such investment funds and accounts were deemed to be “acting in concert” for purposes of section 382 of the Internal Revenue Code and regulations thereunder.

While the Managed Accounts have not concluded that the relationships among the foregoing entities are sufficient to cause the Managed Accounts to have "Beneficial Ownership" as defined under section 382 of the Internal Revenue Code over the Equity Securities owned by the other entities set forth above, in an abundance of caution, the Managed Accounts hereby inform the Debtors and the Court of their ownership interest in the Equity Securities described herein.

PLEASE TAKE FURTHER NOTICE that, under penalties of perjury, the Managed Accounts hereby declare that they have examined this Notice and accompanying attachments (if any), and, to the best of their knowledge and belief, this Notice and any attachments that purport to be part of this Notice are true, correct and complete.

PLEASE TAKE FURTHER NOTICE that, pursuant to the Final Order of this Court, entered on January 26, 2005, Limiting Certain Transfers of Equity Securities of the Debtors and Approving Related Notice Procedures, this Notice is being (A) filed with the Court, and (B) served upon Kirkland & Ellis LLP, counsel to the Debtors, 200 E. Randolph Drive, Chicago, Illinois 60601, Attn.: Janet S. Baer, Esq.

Dated: February 14, 2011
New York, New York

Respectfully submitted,

York Managed Holdings, LLC, as Investment
Manager of four managed accounts

By: 

Name: Adam J. Semler

Title: Chief Operating Officer

York Capital Management
767 5th Ave., 17th Floor
New York, NY 10153
Ph 212-710-6549
Fax 212-710-6590